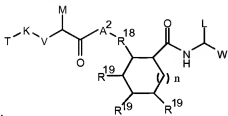


## AMENDMENTS TO THE CLAIMS

Please amend Claims 1, 2, 9, 11, 13, 14, 16, 21, 22, 27, and 38. Please cancel Claims 4-5, 10, and 12. Please add new Claim 38. The Claim listing below will replace all prior versions of the Claims in the application.

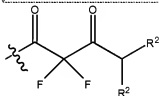
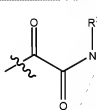
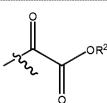
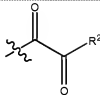
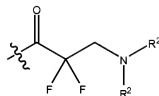
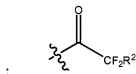
## Claim Listing

1. (Currently amended) A compound of the formula (I):



wherein:

W is:

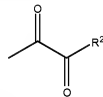


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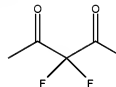
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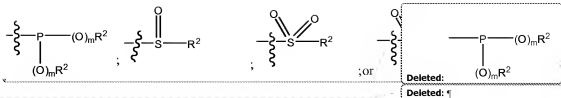


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wherein:

m is 0 or 1;

each R<sup>1</sup> is hydroxy, alkoxy, or aryloxy, or each R<sup>1</sup> is an oxygen atom and together with the boron, to which they are each bound, form a 5-7 membered ring, wherein the ring atoms are carbon, nitrogen or oxygen;

each R<sup>2</sup> is independently selected from -H, fluorine, trifluoromethyl, alkyl, aryl, aralkyl, heteroaralkyl, heterocyclyl, or heterocyclylalkyl; or two R<sup>2</sup> groups, which are bound to the same nitrogen atom, form together with that nitrogen atom, a 5-7 membered monocyclic heterocyclic ring system; wherein any R<sup>2</sup> carbon atom is optionally substituted with J;

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J is selected from t-butyl, methyl, trifluoromethyl, hydroxy, methoxy, ethoxy, trifluoromethoxy, carboxy, phenyl, benzyl, phenoxy, benzyloxy, fluoro, chloro, bromo, isoxazolyl, pyridinyl, piperidinyl, carboxymethyl, carboxyethyl, dialkylamino, morpholinylmethyl, phenylacetylamino, or acylamino, wherein each J is optionally substituted with 1-3 J<sup>1</sup> groups; and

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J<sup>1</sup> is alkyl, aryl, aralkyl, alkoxy, aryloxy, heterocyclyl, heterocyclyloxy, keto, hydroxy, amino, alkanoylamino, aroylamino, carboxy, carboxyalkyl, carboxamidoalkyl, halo, cyano, nitro, formyl, sulfonyl, or sulfonamido;

L is alkyl, alkenyl, or alkynyl, wherein any hydrogen is optionally replaced with halogen, and wherein any hydrogen or halogen atom bound to any terminal carbon atom is optionally replaced with sulfhydryl or hydroxy;

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each M is independently selected from isopropyl, propyl, methyl, pyridylmethyl, benzyl, naphthylmethyl, phenyl, imidazolylmethyl, thiophenylmethyl, cyclohexylmethyl, phenethyl, benzylthiomethyl, or benzyloxyethyl;

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R<sup>18</sup> is a bond, -N(R<sup>11</sup>)- or -C(O)-;

R<sup>11</sup> is hydrogen or C1-C3 alkyl;

each  $R^{19}$  is independently  $-H$  or  $-R^{21}$ -aryl, or 2 adjacent  $R^{19}$  may be bound to one another to form a 5-7 membered aromatic ring; wherein any  $R^{19}$  is optionally substituted with 1 to 4 independently selected  $[[J]]$  groups;

each  $R^{21}$  is independently C1-C3-straight or branched alkyl, C2-C3-straight or branched alkenyl, O-(C1-C3)-straight or branched alkyl, or O-(C2-C3)-straight or branched alkenyl;

$n$  is 0 or 1;

the ring to which  $R^{18}$  and  $R^{19}$  are attached may be saturated, partially saturated, aromatic or fully unsaturated; and 1 to 3 carbon atoms that make up the ring to which  $R^{18}$  and  $R^{19}$  are attached are optionally replaced with a heteroatom which is independently selected from O, S, S(O), S(O)<sub>2</sub>, or N( $R^{11}$ );

$A^2$  is a bond or  $-N(R^{11})-R^{17}(M)-R^{22}-$ , wherein

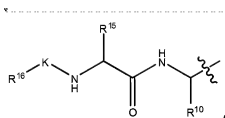
$R^{17}$  is  $-CH$  or  $-N-$ ; and

$R^{22}$  is  $-C(O)-$  or  $-S(O)_2-$ ;

$V$  is a bond,  $-CH(R^{11})$ ,  $-O-$ ,  $-S-$  or  $-N(R^{11})-$ ;

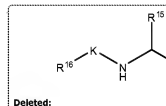
$K$  is a bond,  $-O-$ ,  $-S-$ ,  $-C(O)-$ ,  $-S(O)-$ ,  $-S(O)_2$ , or  $-S(O)NR^{11}-$ ; and

$T$  is  $-R^{12}$ ,  $-alkyl-R^{12}$ ,  $-alkenyl-R^{12}$ ,  $-alkynyl-R^{12}$ ,  $-OR^{12}$ ,  $-N(R^{12})_2$ ,  $-C(O)R^{12}$ ,  $-C(=NO-alkyl)R^{12}$  or



wherein:

each  $R^{12}$  is independently selected from hydrogen, aryl, heteroaryl, cycloalkyl, heterocyclyl, cycloalkylenyl, or heterocycloalkylenyl, and is optionally substituted with 1 to 3  $J$  groups; or a first  $R^{12}$  and a second  $R^{12}$ , together with the nitrogen to which they are bound, form a mono- or bicyclic ring system optionally substituted with 1 to 3  $J$  groups;



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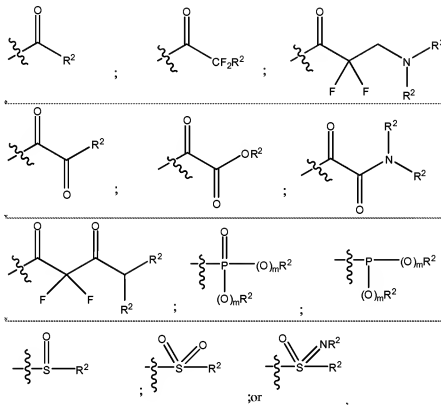
$R^{10}$  is alkyl, cycloalkyl, aryl, aralkyl, heterocyclyl, heterocyclalkyl, heteroaryl, heteroaralkyl, carboxyalkyl, or carboxaminoalkyl, and is optionally substituted with 1 to 3 J groups;

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$R^{15}$  is alkyl, cycloalkyl, aryl, aralkyl, heterocyclyl, heterocyclalkyl, heteroaryl, heteroaralkyl, carboxyalkyl, or carboxaminoalkyl, and is optionally substituted with 1 to 3 J groups; and

$R^{16}$  is hydrogen, alkyl, aryl, heteroaryl, cycloalkyl, or heterocyclyl.

2. (Currently amended) The compound according to claim 1, wherein W is selected from:



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3. (Original) The compound according to claim 2, wherein W is  $\text{---C(O)H}$ .

4.-5. (Canceled)

6. (Original) The compound according to claim 1, wherein each  $J^1$  is independently selected from alkoxy, alkyl, halo or aryl.

7. (Original) The compound according to claim 6, wherein each  $J^1$  is independently selected from C1-3 alkoxy, chloro, C1-3 alkyl, or phenyl.

8. (Original) The compound according to claim 1, wherein L is selected from trihalomethyl or alkyl substituted with trihalomethyl, sulphydryl, or alkyl substituted with trihalomethyl, sulphydryl or hydroxy.

9. (Currently amended) The compound according to claim [[8]]<sub>1</sub>, wherein L is  $-\text{CH}_2\text{CH}_3$  or  $-\text{CH}_2\text{CF}_3$ .

10. (canceled)

11. (Currently amended) The compound according to claim 1, wherein each  $R^2$  is  $-\text{H}$ .

12. (canceled)

13. (Currently amended) The compound according to claim [[12]]<sub>1</sub>, wherein each M is isopropyl.

14. (Currently amended) The compound according to claim 1, wherein one  $R^{19}$  is  $-\text{R}^{21}$ -aryl and the other two  $R^{19}$  are H, or two  $R^{19}$  are bound together to form an aromatic ring and the other  $R^{19}$  is H.

15. (Original) The compound according to claim 14, wherein one  $R^{19}$  is  $-\text{O}-(\text{C}1-\text{C}3)$ -alkyl-aryl.

16. (Currently amended) The compound according to claim 15, wherein one  $R^{19}$  is -O-benzyl.

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17. (Original) The compound according to claim 14, wherein the two  $R^{19}$  that are bound together form a 6-membered aromatic ring.

18. (Original) The compound according to claim 17, wherein the two  $R^{19}$  that are bound together form phenyl.

19. (Original) The compound according to claim 1, wherein  $R^{18}$  is  $-N(R^{11})-$ .

20. (Original) The compound according to claim 19, wherein  $R^{18}$  is  $-N(H)-$  or  $-N(CH_3)-$ .

21. (Currently amended) The compound according to claim 1, wherein  $A^2$  is a bond or  $-N(R^{11})-C(H)(M)-C(O)-$ .

22. (Currently amended) The compound according to claim 21, wherein  $A^2$  is a bond or  $-N(H)-C(H)(M)-C(O)-$ , wherein M is isopropyl, (Original) The compound according to claim 1, wherein V is  $-NR^{11}$ .

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24. (Original) The compound according to claim 23, wherein V is  $-NH-$ .

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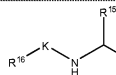
25. (Original) The compound according to claim 1, wherein K is  $-C(O)-$  or  $-S(O)_2-$ .

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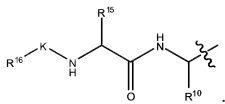
26. (Original) The compound according to claim 25, wherein K is  $-C(O)-$ .

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27. (Currently amended) The compound according to claim 1, wherein T is selected from  $-R^{12}$ , -alkyl- $R^{12}$ , -alkenyl- $R^{12}$ , -alkynyl- $R^{12}$ ,  $-OR^{12}$ ,  $-N(R^{12})_2$ ,  $-C(=NO-alkyl)R^{12}$  or



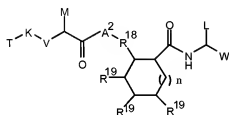
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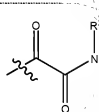
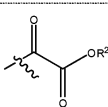
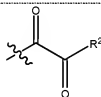
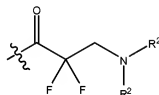
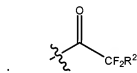
28. (Original) The compound according to claim 27, wherein T is -R<sup>12</sup>, or -alkyl-R<sup>12</sup>.
29. (Original) The compound according to claim 1, wherein R<sup>12</sup> is aryl or heteroaryl and is optionally substituted by 1-3 J groups.
30. (Original) The compound according to claim 29, wherein R<sup>12</sup> is naphthyl, pyrazinyl, or pyridyl, any of which is optionally substituted with a hydroxy group.
31. (Original) The compound according to claim 1, wherein R<sup>10</sup> is alkyl substituted with carboxy.
32. (Original) The compound according to claim 1, wherein R<sup>15</sup> is alkyl substituted with carboxy.
33. (Original) The compound according to claim 1, wherein the ring to which R<sup>18</sup> and R<sup>19</sup> are attached is aromatic.
34. (Original) A pharmaceutically acceptable composition comprising:
  - a) a compound according to any one of claims 1-33 in an amount effective to inhibit HCV NS3 protease; and
  - b) a pharmaceutically suitable carrier.
35. (Withdrawn) The use of a compound according to any one of claims 1-33 or a pharmaceutical composition according to claim 34 in the manufacture of a medicament for inhibiting serine protease activity in a patient.

36. (Withdrawn) The use according to claim 35, wherein the serine protease is HCV NS3 protease.
37. (Withdrawn) The use of a compound according to any one of claims 1-33 or a pharmaceutical composition according to claim 34 in the manufacture of a medicament for treating or preventing hepatitis C viral infection in a patient.
38. (Withdrawn - Currently amended) A process for preparing a compound of the formula (I):



wherein:

W is:

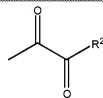


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each M is independently alkyl, cycloalkyl, aryl, aralkyl, heterocyclyl, heterocyclylalkyl, ~~cyclohexylmethyl~~, heteroaryl, or heteroalkyl, and is optionally substituted by 1 to 3 J groups, wherein any alkyl carbon atom may be replaced by a heteroatom;

$R^{18}$  is a bond,  $-N(R^{11})-$  or  $-C(O)-$ ;

$R^{11}$  is hydrogen or C1-C3 alkyl;

each  $R^{19}$  is independently  $-H$  or  $-R^{21}$ -aryl, or 2 adjacent  $R^{19}$  may be bound to one another to form a 5-7 membered aromatic ring; wherein any  $R^{19}$  is optionally substituted with 1 to 4 independently selected  $[[J]]_1^4$  groups;

each  $R^{21}$  is independently C1-C3-straight or branched alkyl, C2-C3-straight or branched alkenyl, O-(C1-C3)-straight or branched alkyl, or O-(C2-C3)-straight or branched alkenyl;

n is 0 or 1;

the ring to which  $R^{18}$  and  $R^{19}$  are attached may be saturated, partially saturated, aromatic or fully unsaturated; and 1 to 3 carbon atoms that make up the ring to which  $R^{18}$  and  $R^{19}$  are attached are optionally replaced with a heteroatom which is independently selected from O, S, S(O), S(O)<sub>2</sub>, or N( $R^{11}$ );

$A^2$  is a bond or  $-N(R^{11})-R^{17}(M)-R^{22}-$ , wherein

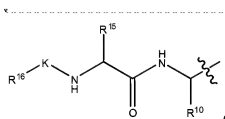
$R^{17}$  is  $-CH$  or  $-N-$ ; and

$R^{22}$  is  $-C(O)-$  or  $-S(O)_2-$ ;

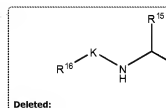
V is a bond,  $-CH(R^{11})$ ,  $-O-$ ,  $-S-$  or  $-N(R^{11})-$ ;

K is a bond,  $-O-$ ,  $-S-$ ,  $-C(O)-$ ,  $-S(O)-$ ,  $-S(O)_2-$  or  $-S(O)NR^{11}-$ ; and

T is  $-R^{12}$ ,  $-alkyl-R^{12}$ ,  $-alkenyl-R^{12}$ ,  $-alkynyl-R^{12}$ ,  $-OR^{12}$ ,  $-N(R^{12})_2$ ,  $-C(O)R^{12}$ ,  $-C(=NO-alkyl)R^{12}$  or



wherein:



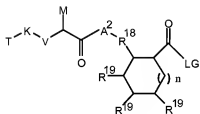
each  $R^{12}$  is independently selected from hydrogen, aryl, heteroaryl, cycloalkyl, heterocyclyl, cycloalkylidenyl, or heterocycloalkylidenyl, and is optionally substituted with 1 to 3 J groups; or a first  $R^{12}$  and a second  $R^{12}$ , together with the nitrogen to which they are bound, form a mono- or bicyclic ring system optionally substituted with 1 to 3 J groups;

$R^{10}$  is alkyl, cycloalkyl, aryl, aralkyl, heterocyclyl, heterocyclylalkyl, heteroaryl, heteroaralkyl, carboxyalkyl, or carboxaminoalkyl, and is optionally substituted with 1 to 3 J groups;

$R^{15}$  is alkyl, cycloalkyl, aryl, aralkyl, heterocyclyl, heterocyclylalkyl, heteroaryl, heteroaralkyl, carboxyalkyl, or carboxaminoalkyl, and is optionally substituted with 1 to 3 J groups; and

$R^{16}$  is hydrogen, alkyl, aryl, heteroaryl, cycloalkyl, or heterocyclyl; comprising the step of:

reacting a compound of formula (II):



, wherein LG is OH or an appropriate leaving group and the other substituents are as defined above;

with a compound of formula (III):



, wherein the  $NH_2$  group is optionally protected and the variables are as defined above; in the presence of a coupling reagent, provided that the compound of formula (II) or the compound of formula (III) is optionally bound to a resin.

39. (New) A compound represented by a structural formula selected from:

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